

# **EXHIBIT 3**

**Exhibit 3**

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	Civil Action No. 09-CV-06220-SAS
IN RE TRONOX, INC.	)	
SECURITIES LITIGATION	)	Electronically filed
_____	)	
THIS DOCUMENT RELATES TO	)	
ALL CLASS ACTIONS	)	
_____	)	

**SUMMARY NOTICE OF PENDENCY OF CLASS ACTION AND PROPOSED  
SETTLEMENT, SETTLEMENT FAIRNESS HEARING, AND MOTION FOR  
ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION EXPENSES**

**TO: ALL PERSONS OR ENTITIES WHO PURCHASED OR OTHERWISE ACQUIRED TRONOX INC. CLASS A OR CLASS B COMMON STOCK OR TRONOX INC.'S 9½ PERCENT SENIOR NOTES DUE 2012 DURING THE PERIOD FROM NOVEMBER 21, 2005 THROUGH JANUARY 12, 2009, INCLUSIVE (THE "CLASS PERIOD"), AND WHO WERE DAMAGED THEREBY (THE "CLASS").**

YOU ARE HEREBY NOTIFIED (1) that the above-captioned action (the "Action") has been certified as a class action for purposes of a proposed settlement on behalf of the Class identified above, except for certain persons and entities who are excluded from the Class by definition as set forth in the Stipulation and Agreement of Settlement, and (2) that LaGrange Capital Partners, LP and LaGrange Capital Partners Offshore Fund, Ltd. (together "Lead Plaintiffs"), Named Plaintiff The Fire and Police Pension Association of Colorado and Named Plaintiff The San Antonio Fire and Police Pension Fund (collectively with Lead Plaintiffs, "Plaintiffs") and Thomas W. Adams, Marty J. Rowland, Mary Mikkelson, (the "Tronox Individual Defendants"); Robert M. Wohleber, J. Michael Rauh, Luke R. Corbett, and Gregory F. Pilcher (the "Kerr-McGee Individual Defendants"); Kerr-McGee Corporation ("Kerr-McGee"); Anadarko Petroleum Corporation ("Anadarko"); and Ernst & Young LLP ("E&Y") (collectively, the "Settling Defendants") have entered into a proposed

settlement (the "Settlement") for \$37 million in cash, plus interest as it accrues. If approved, the Settlement will resolve all claims in the Action.

A hearing will be held before the Honorable Shira A. Scheindlin, in the United States District Court for the Southern District of New York, 500 Pearl Street, Courtroom 15C, New York, NY 10007, at \_\_\_\_\_.m. on \_\_\_\_\_, 2012 to determine whether the proposed Settlement should be approved by the Court as fair, reasonable, and adequate, and to consider the application of Lead Counsel for attorneys' fees and reimbursement of litigation expenses. The Court may change the date of the hearing without providing additional notice to Class Members.

IF YOU PURCHASED OR ACQUIRED TRONOX INC. CLASS A OR CLASS B COMMON STOCK OR TRONOX INC.'S 9½ PERCENT SENIOR NOTES DUE 2012 DURING THE CLASS PERIOD DESCRIBED ABOVE, YOUR RIGHTS MAY BE AFFECTED BY THE SETTLEMENT AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

If you are a member of the Class in order to be eligible to share in the distribution of the net proceeds of the Settlement, you must submit a Proof of Claim Form no later than \_\_\_\_\_, 2012. You will be bound by any judgment entered in the Action whether or not you submit a Claim Form. If you have not received the Notice of Pendency of Class Action and Proposed Settlement, Settlement Fairness Hearing, and Motion for Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") or Claim Form, you may obtain copies of these documents by contacting: *In re Tronox, Inc. Securities Litigation*, c/o Gilardi & Co, LLC, P.O. Box. 8040, San Rafael, CA 94912-8040, or toll-free at 1-888-213-8535. Copies of the Notice and Claim Form may also be downloaded from: [www.gilardi.com/tronox](http://www.gilardi.com/tronox).

Inquiries, other than requests for copies of the Notice, may also be made to Lead Counsel:

Gold Bennett Cera & Sidener LLP  
Solomon B. Cera, Esq. or Thomas C. Bright, Esq.  
595 Market Street, Suite 2300  
San Francisco, CA 94105  
Telephone: (415) 777-2230  
scera@gbcslaw.com or tbright@gbcslaw.com

If you desire to be excluded from the Class, you must file a request for exclusion by \_\_\_\_\_, 2012, in the manner and form set forth in the Notice. All members of the Class who do not request exclusion will be bound by any judgment entered in the Action.

Any objection to the proposed Settlement, Plan of Allocation, or Lead Counsel's application for attorneys' fees and reimbursement of litigation expenses must be filed with the Court and delivered to counsel for the parties no later than \_\_\_\_\_, 2012, at the addresses provided in, and in the manner and form set forth in the Notice.

PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE REGARDING THIS NOTICE.

DATED: \_\_\_\_\_, 2012

BY ORDER OF THE COURT  
UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

#658543